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March 1, 2000

Via Hand-Delivery

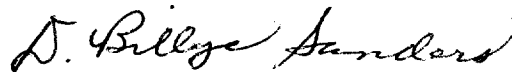
K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval for Agreement Between MLGW and A&L regarding Joint Ownership of Memphis Networx, LLC; Docket No.99-00909 – Discovery Requests

Dear Mr. Waddell:

Enclosed you will find the original and thirteen (13) copies the discovery requests which Memphis Networx, LLC, MLGW and A&L served upon counsel for Time Warner Telecom of the Mid-South, LP, Time Warner Communications of the Mid-South, LP and the Tennessee Cable Telecommunications Association.

Sincerely,



D. Billye Sanders

DBS:lmb
Enclosures

cc: Parties of Record
John Knox Walkup, Esq.
J. Maxwell Williams, Esq.
Ward Huddleston, Esq.

POSTED

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

REC'D TN
REGULATORY AUTH.

MAR 1 PM 3 56

CLERK OF THE
EXECUTIVE SECRETARY

IN RE: APPLICATION OF MEMPHIS)
NETWORK, LLC FOR A CERTIFICATE OF)
PUBLIC CONVENIENCE AND)
NECESSITY TO PROVIDE INTRASTATE)
TELECOMMUNICATIONS SERVICES)
AND JOINT PETITION OF MEMPHIS)
LIGHT GAS AND WATER DIVISION,)
A DIVISION OF THE CITY OF MEMPHIS,)
TENNESSEE ("MLGW") AND A&L)
NETWORKS-TENNESSEE, LLC ("A&L"))
FOR APPROVAL OF AGREEMENT)
BETWEEN MLGW AND A&L REGARDING)
JOINT OWNERSHIP OF MEMPHIS)
NETWORK, LLC)

DOCKET NO. 99-00909

**DATA REQUESTS OF MEMPHIS NETWORK, LLC, MLGW AND A&L
TO THE TENNESSEE CABLE TELECOMMUNICATIONS ASSOCIATION**

Memphis Network, LLC ("Applicant") and MLGW and A&L (the "Joint Petitioners") hereby serve their Data Requests to The Tennessee Cable Telecommunications Association ("TCTA") to be answered in writing under oath.

DEFINITIONS

1. TCTA means the Tennessee Cable Telecommunications Association, and its members, including, but not limited to its present and former officers, employees, agents, representatives, directors, and all other persons acting or purporting to act on behalf of TCTA.

2. The terms “you and “your” refer to TCTA.

3. The term “person” means any natural person, corporation, corporate division, partnership, limited partnership, other unincorporated association, trust, government agency, or entity.

4. The singular as used herein shall include the plural and the masculine gender shall include the feminine and the neuter.

INSTRUCTIONS

1. If you contend that any response to any data request may be withheld under the attorney-client privilege, the attorney work product doctrine, or any other privilege or basis, please state the following with respect to each such response in order to explain the basis for the claim of privilege and to permit a determination of the propriety of that claim:

- a) the privilege asserted and its basis;
- b) the nature of the information withheld;
- c) the date, title, number of pages, and subject matter of any document that is withheld as privileged (except to the extent that you claim that such information itself is privileged).
- d) the identity of the author(s) and/or preparer(s) and the address(es) (if any) of any document withheld as privileged.

2. If you contend that the response to any data request may be withheld on the grounds that it includes customer account records, or that such response constitutes proprietary confidential business information, please mask any customer-specific information that would enable Applicant and Joint Petitioner to

identify particular customers and identify with specificity the type of information so masked and the reasons for withholding such information.

3. These data requests are to be answered with reference to all information in your possession, custody or control or reasonably available to you. These data requests are intended to include requests for information which is physically within TCTA's possession, custody or control as well as in the possession, custody or control of TCTA's agents, attorneys, members or other third parties from which such documentation may be obtained.

4. If any data request cannot be responded to in full, answer to the extent possible and specify the reasons for your inability to respond fully. If you object to any part of a data request, answer all parts of the data request to which you do not object, and as to each part to which you do object, separately set forth the specific basis for the objection.

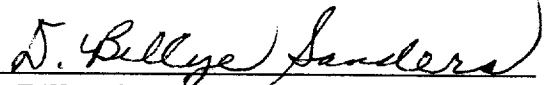
5. These data requests are continuing in nature and require supplemental responses should information unknown to you at the time you serve your responses to these data requests subsequently become known.

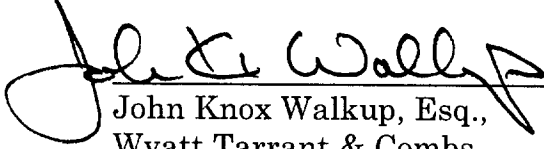
6. The answer to each data request should first restate the question asked and also provide the name and title and business address of the person or persons supplying the information.

DATA REQUESTS

1. Please provide a list of each member of the Tennessee Cable Telecommunications Association ("TCTA") including the name, address and geographical area where each member provides cable telecommunications services.

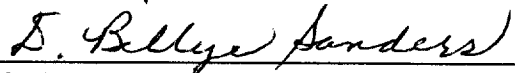
2. Do any of the TCTA members or their affiliates provide local or long distance telephone services in the state of Tennessee which are regulated by the Tennessee Regulatory Authority? If so, please identify the entity (name and address) and describe the services offered and the geographical area in which they are offered.


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Attorney for A&L Networx –
Tennessee, LLC and Memphis
Networx, LLC

CERTIFICATE OF SERVICE

I, D. Billye Sanders, hereby certify that on this 1st day of March, 2000, a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. mail postage prepaid to the other Counsel of Record listed below.


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Attorney for A&L Networx –
Tennessee, LLC and Memphis
Networx, LLC

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE: APPLICATION OF MEMPHIS)	
NETWORK, LLC FOR A CERTIFICATE OF)	
PUBLIC CONVENIENCE AND)	
NECESSITY TO PROVIDE INTRASTATE)	
TELECOMMUNICATIONS SERVICES)	DOCKET NO. 99-00909
AND JOINT PETITION OF MEMPHIS)	
LIGHT GAS AND WATER DIVISION,)	
A DIVISION OF THE CITY OF MEMPHIS,)	
TENNESSEE ("MLGW") AND A&L)	
NETWORKS-TENNESSEE, LLC ("A&L"))	
FOR APPROVAL OF AGREEMENT)	
BETWEEN MLGW AND A&L REGARDING)	
JOINT OWNERSHIP OF MEMPHIS)	
NETWORK, LLC)	

**DATA REQUESTS OF MEMPHIS NETWORK, LLC, MLGW AND A&L
TO TIME WARNER TELECOM OF THE MID-SOUTH, L.P.
AND TIME WARNER COMMUNICATIONS OF THE MID-SOUTH, L.P.**

Memphis Network, LLC ("Applicant") and MLGW and A&L (the "Joint Petitioners") hereby serve their Data Requests to Time Warner Telecom of the Mid-South, L.P. ("TWT") and Time Warner Communications of the Mid-South, L.P. ("TWC"), to be answered in writing under oath.

DEFINITIONS

1. TWT and TWC, respectively, mean their respective general partners, limited partners, affiliates, including, but not limited to their present and former officers, employees, agents, representatives, directors, and all other persons acting or purporting to act on behalf of TWT and TWC, respectively.

2. The terms “you and “your” refer to TWT and/or TWC as the context may indicate.

3. The term “person” means any natural person, corporation, corporate division, partnership, limited partnership, other unincorporated association, trust, government agency, or entity.

4. The singular as used herein shall include the plural and the masculine gender shall include the feminine and the neuter.

INSTRUCTIONS

1. If you contend that any response to any data request may be withheld under the attorney-client privilege, the attorney work product doctrine, or any other privilege or basis, please state the following with respect to each such response in order to explain the basis for the claim of privilege and to permit a determination of the propriety of that claim:

- a) the privilege asserted and its basis;
- b) the nature of the information withheld;
- c) the date, title, number of pages, and subject matter of any document that is withheld as privileged (except to the extent that you claim that such information itself is privileged).
- d) the identity of the author(s) and/or preparer(s) and the address(es) (if any) of any document withheld as privileged.

2. If you contend that the response to any data request may be withheld on the grounds that it includes customer account records, or that such response constitutes proprietary confidential business information, please mask any customer-specific information that would enable Applicant and Joint Petitioner to

identify particular customers and identify with specificity the type of information so masked and the reasons for withholding such information.

3. These data requests are to be answered with reference to all information in your possession, custody or control or reasonably available to you. These data requests are intended to include requests for information which is physically within TWT's and/or TWC's possession, custody or control as well as in the possession, custody or control of TWT's and/or TWC's agents, attorneys, or other third parties from which such documentation may be obtained.

4. If any data request cannot be responded to in full, answer to the extent possible and specify the reasons for your inability to respond fully. If you object to any part of a data request, answer all parts of the data request to which you do not object, and as to each part to which you do object, separately set forth the specific basis for the objection.

5. These data requests are continuing in nature and require supplemental responses should information unknown to you at the time you serve your responses to these data requests subsequently become known.

6. The answer to each data request should first restate the question asked and also provide the name and title and business address of the person or persons supplying the information.

DATA REQUESTS

1. Provide an organizational chart of Time Warner showing the current ownership and relationship of Time Warner Telecom of the Mid-South, L.P. ("TWT") and Time Warner Communications of the Mid-South, L.P. ("TWC") and all other affiliates. Please include the names of the general partners and limited partners of TWT and TWC and the type of business in which each general partner and limited partner is engaged.

2. Describe any procedures that TWC and/or TWT have in place to prevent cross subsidy between TWC and TWT. For each procedure listed, please indicate whether the procedure was put in place voluntarily or imposed by law, a regulatory agency, other governmental entity. If imposed by law, a regulatory agency or other governmental entity, please indicate which law or entity.

3. Are accounting records of TWC and TWT and/or their affiliates combined, consolidated or aggregated for financial reporting or federal income tax purposes? If so, which entities accounting records were combined, consolidated or aggregated for the years ending 1994, 1995, 1996, 1997, 1998 and 1999 and will be combined for financial reporting periods in 2000. If financial reporting is done on a basis other than a calendar year and quarter, please indicate the appropriate reporting period and adjust your response accordingly.

4. What conditions, procedures or rules have been imposed upon TWT and/or TWC to insure that TWT does not receive subsidies from TWC?

5. Does any regulatory agency, governmental body, law or rule provide guidelines to TWC regarding cross subsidies to affiliates such as TWT? If so, please provide name of agency and/or a citation to rule or law.

6. Who or what entity(ies) provided the start-up capital for TWT?

7. Do TWC and TWT share any facilities for the provision of cable services by TWC and provision of telecommunications services by TWT? If so, please list the facilities that are shared, describe the services that are provided using shared facilities (please indicate which services are regulated by TRA) and describe the cost allocation to each entity that shares the facilities.

8. Do TWC and TWT share any employees? If so, please list the positions that are shared and describe the cost allocation to each entity that shares these employees?

9. Have there been any intra-company loans between TWC and TWT between 1994 and the present? If so, please identify the borrower, the debtor, the date the loan was made, the amount of the loan, the interest rate, the terms of repayment, and if paid in full, the date of repayment?

10. Have any assets been sold by or transferred from TWC to TWT at less than fair market value since TWT has been certified in Tennessee to provide telecommunications services? If so, please identify the assets sold or transferred, the date sold or transferred, the fair market value of the assets and the amount

paid by TWT. Please describe any transactions not identified in your response to the question above that occurred between TWC and TWT and any predecessor companies of either entity made in anticipation of TWT's application for a certificate of convenience and necessity before the Tennessee Public Service Commission (the predecessor to the TRA) and subsequent to the granting of the certificate to TWT.

11. Do TWC and/or TWT market any of their services jointly to their respective prospective customers? If so, please describe the services that are jointly marketed, joint marketing procedures and the method used for allocating joint marketing expenses between the respective companies?

12. Does TWT report transactions with TWC to the TRA or any other governmental agency?

13. Please provide a copy of the respective franchise agreements that TWC and TWT have with the City of Memphis and/ or Shelby County to provide services in the Memphis area. If TWC and TWT use the same franchise, please indicate accordingly.

14. Which Time Warner entity provides the RoadRunner Service?

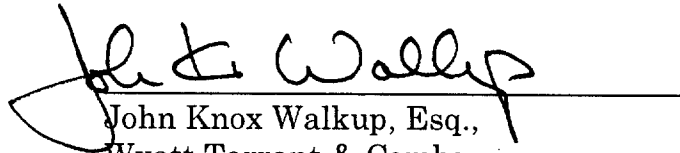
15. Please describe the RoadRunner Service.

16. Does the RoadRunner Service include voice transmission? If not, does the provider of the service intend to provide voice transmission services in the future? If so, when?

17. If you intend to provide voice transmission to the public switched network, do you intend to seek regulatory authority from the TRA?




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Attorney for A&L Networkx –
Tennessee, LLC and Memphis
Networkx, LLC

CERTIFICATE OF SERVICE

I, D. Billye Sanders, hereby certify that on this 1st day of March, 2000, a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail postage pre-paid to the Counsel of Record listed below.


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